

Geschke John
Form 4
February 12, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Geschke John

(Last) (First) (Middle)

1019 MARKET STREET

(Street)

SAN FRANCISCO, CA 94103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Zendesk, Inc. [ZEN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/08/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

CLO and SVP Administration

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/09/2018 | | M ⁽¹⁾ | | 5,000 | A | \$ 6.24 17,193 |
| Common Stock | 02/09/2018 | | S ⁽¹⁾ | | 3,200 | D | \$ 38.53 13,993 |
| Common Stock | 02/09/2018 | | S ⁽¹⁾ | | 1,800 | D | \$ 39.03 12,193 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option (Right to Buy) | \$ 38.5 | 02/08/2018 | | A | 37,000 | (4) 02/08/2028 | Common Stock | 37,000 |
| Restricted Stock Unit | (5) | 02/08/2018 | | A | 18,500 | (6) 02/08/2025 | Common Stock | 18,500 |
| Restricted Stock Unit | (5) | 02/08/2018 | | A | 900 | (7) 02/08/2025 | Common Stock | 900 |
| Stock Option (Right to Buy) | \$ 6.24 (1) | 02/09/2018 | | M | 5,000 | (8) 05/03/2023 | Common Stock | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---------------------------------------------------------------|----------------------------------|
| | Director 10% Owner Officer Other |
| Geschke John 1019 MARKET STREET SAN FRANCISCO, CA 94103 | CLO and SVP Administration |

Signatures

/s/ Hasani Caraway, Attorney-in-Fact for John Geschke 02/12/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by John Geschke on February 16, 2017.

(2)

Edgar Filing: Geschke John - Form 4

This sale price represents the weighted average sale price of the shares sold ranging from \$37.87 to \$38.85 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

This sale price represents the weighted average sale price of the shares sold ranging from \$38.88 to \$39.24 per share. Upon request by the

- (3) Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

1/48th of the shares subject to the option shall vest and become exercisable monthly after the vesting commencement date of February 8,

- (4) 2018, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events.

- (5) Restricted stock units convert into common stock on a one-for-one basis.

1/48th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January

- (6) 15, 2018, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events.

1/12th of the shares issuable pursuant to the restricted stock units shall vest each month after the vesting commencement date of January

- (7) 15, 2018, subject to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events.

The option is early exercisable. 1/48th of the shares vest monthly after the vesting commencement date of April 23, 2013, subject to cliff

- (8) vesting for all months prior to July 9, 2013 and to the Reporting Person's continuous service to the Issuer on each such date. Unvested shares are subject to acceleration upon the occurrence of certain events.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.